

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

IHEARTMEDIA, INC., *et al.*,¹

Debtors.

§

§ Chapter 11

§

§ Case No. 18-31274 (MI)

§

§ (Jointly Administered)

§

**SUPPLEMENTAL DECLARATION OF CHRISTINA PULLO OF
PRIME CLERK LLC REGARDING THE SOLICITATION OF VOTES AND
TABULATION OF BALLOTS CAST ON THE MODIFIED FIFTH AMENDED JOINT
CHAPTER 11 PLAN OF REORGANIZATION OF IHEARTMEDIA, INC. AND ITS
DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

Pursuant to 28 U.S.C. § 1746, I, Christina Pullo, declare under the penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am the Vice President of Solicitation and Public Securities at Prime Clerk LLC (“Prime Clerk”), located at 830 Third Avenue, 9th Floor, New York, New York 10022. I am over the age of eighteen years and not a party to the above-captioned action.

2. I submit this supplemental declaration (this “Supplemental Declaration”) with respect to the solicitation of votes and the tabulation of ballots cast on the *Modified Fifth Amended Joint Chapter 11 Plan of Reorganization of iHeartMedia, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated December 17, 2018 [Docket No. 2207] (as may be

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims, noticing, and solicitation agent at <https://cases.primeclerk.com/iheartmedia>. The location of Debtor iHeartMedia, Inc.’s principal place of business and the Debtors’ service address is: 20880 Stone Oak Parkway, San Antonio, Texas 78258.

amended, supplemented, or modified from time to time, the “Plan”).² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Supplemental Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Supplemental Declaration supplements the *Declaration of Christina Pullo of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Fifth Amended Joint Chapter 11 Plan of Reorganization of iHeartMedia, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, filed on December 4, 2018 [Docket No. 2116] (the “Original Voting Declaration”).

Tabulation Process for Ballots Received from Clear Channel Outdoor Holdings, Inc.

4. As I stated in the Original Voting Declaration, the Debtors informed Prime Clerk that CCOH’s Voting Deadline had been extended. Accordingly, as of the time of the filing of the Original Voting Declaration, Prime Clerk had not received any ballots from CCOH.

5. On December 17, 2018, Prime Clerk received, reviewed, determined the validity of, and tabulated CCOH’s ballots in Classes 7(d), 7(g), and 8 (each a “CCOH Ballot” and collectively, the “CCOH Ballots”) in accordance with the Solicitation Procedures.³ Each CCOH

² Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan or the Original Voting Declaration (as defined herein).

³ Pursuant to the Solicitation Procedures, the Debtors waived the requirement that the CCOH Ballot submitted in Class 8 be submitted by first class mail, overnight courier, hand delivery, or E-Ballot and directed Prime Clerk to accept (and tabulate as valid) the CCOH Ballot submitted in Class 8 by e-mail. In accordance with the Debtors’ extension of CCOH’s Voting Deadline pursuant to the Solicitation Procedures, the Debtors directed Prime Clerk to include all CCOH Ballots properly completed and received up to December 17, 2018 at 11:59 p.m., prevailing Central Time, in the final tabulation.

Ballot was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database, and processed in accordance with the Solicitation Procedures.

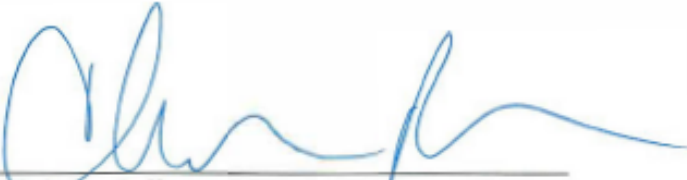
6. Including the CCOH Ballots in the final tabulation, the Plan was accepted by all applicable Voting Classes at each of the thirty-nine (39) Debtors.

7. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk, including the CCOH Ballots, is attached hereto as **Exhibit A**.

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To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and final tabulation of ballots in connection with the Plan is true and correct.

Dated: December 20, 2018



Christina Pullo
Vice President, Solicitation and Public Securities
Prime Clerk LLC

EXHIBIT A

Final Vote Tabulation

iHeart Media, Inc., et al.
Exhibit A - Tabulation Summary

Class	Class Description	Number Accepting	Number Rejecting	AmountAccepting	AmountRejecting	Class Voting Result
		%	%	%	%	
4	Secured Term Loan / 2019 PGN Claims	624	2	\$1,254,843,465.10	\$1,894.68	ACCEPT
		99.68%	0.32%	99.99%	0.01%	
5A	Secured Non-9.0% PGN Due 2019 Claims Other Than Exchange 11.25% PGN Claims	530	12	\$465,561,041.14	\$710,490.25	ACCEPT
		97.79%	2.21%	99.85%	0.15%	
5B	Secured Exchange 11.25% PGN Claims	65	3	\$352,741,282.98	\$1,809,902.20	ACCEPT
		95.59%	4.41%	99.49%	0.51%	
6	iHC 2021 / Legacy Notes Claims	260	104	\$2,243,551,621.93	\$234,633,975.82	ACCEPT
		71.43%	28.57%	90.53%	9.47%	
7C	Term Loan/PGN Deficiency Claims Against the TTWN Debtors	1155	14	\$9,871,253,158.04	\$4,588,029.02	ACCEPT
		98.80%	1.20%	99.95%	0.05%	
7D	iHC Unsecured Claims	1272	36	\$12,200,584,490.20	\$8,713,111.67	ACCEPT
		97.25%	2.75%	99.93%	0.07%	
7E	Guarantor Funded Debt Unsecured Claims (Other Than Exchange 11.25% PGN Claims) Against Guarantor Debtors Other Than CCH and the TTWN Debtors	1281	25	\$12,024,474,216.65	\$36,693,425.35	ACCEPT
		98.09%	1.91%	99.70%	0.30%	
7F	Guarantor Funded Debt Unsecured Claims Against CCH	1283	25	\$14,306,484,845.21	\$39,970,703.96	ACCEPT
		98.09%	1.91%	99.72%	0.28%	
7G	Guarantor General Unsecured Claims	REPORTED BELOW ON A DEBTOR BY DEBTOR BASIS				
7G by Debtor	AMFM Broadcasting Licenses, LLC	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	AMFM Broadcasting, Inc.	31	4	\$17,346,785.68	\$6,192.67	ACCEPT
		88.57%	11.43%	99.96%	0.04%	
7G by Debtor	AMFM Operating, Inc.	10	0	\$21,068,466.82	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	AMFM Radio Licenses, LLC	7	1	\$17,153,795.13	\$2,611.97	ACCEPT
		87.50%	12.50%	99.98%	0.02%	
7G by Debtor	AMFM Texas Broadcasting, LP	9	0	\$17,154,720.77	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	AMFM Texas Licenses, LLC	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	AMFM Texas, LLC	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Capstar Radio Operating Company	186	31	\$24,022,401.23	\$90,545.76	ACCEPT
		85.71%	14.29%	99.62%	0.38%	
7G by Debtor	Capstar TX, LLC	9	0	\$18,726,211.21	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	CC Broadcast Holdings, Inc.	8	0	\$17,154,077.14	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	CC Finco Holdings, LLC	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	

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Class	Class Description	Number Accepting	Number Rejecting	AmountAccepting	AmountRejecting	Class Voting Result
		%	%	%	%	
7G by Debtor	CC Licenses, LLC	8	2	\$18,716,150.44	\$12,177.64	ACCEPT
		80.00%	20.00%	99.93%	0.07%	
7G by Debtor	Christal Radio Sales, Inc.	8	0	\$19,568,552.95	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Cine Guarantors II, Inc.	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Citicasters Co.	102	22	\$19,236,599.08	\$123,663.23	ACCEPT
		82.26%	17.74%	99.36%	0.64%	
7G by Debtor	Citicasters Licenses, Inc.	8	0	\$18,716,150.44	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Clear Channel Mexico Holdings, Inc.	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Clear Channel Real Estate, LLC	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	M Street Corporation	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Terrestrial RF Licensing, Inc.	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	iHM Identity, Inc.	7	0	\$17,153,795.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Katz Net Radio Sales, Inc.	8	0	\$19,568,552.95	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Katz Millennium Sales & Marketing, Inc.	8	0	\$19,568,552.95	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Clear Channel Broadcasting Licenses, Inc.	19	2	\$18,875,381.37	\$1,396.98	ACCEPT
		90.48%	9.52%	99.99%	0.01%	
7G by Debtor	Clear Channel Holdings, Inc.	24	3	\$17,730,554.26	\$21,322.49	ACCEPT
		88.89%	11.11%	99.88%	0.12%	
7G by Debtor	Clear Channel Investments, Inc.	8	0	\$17,159,020.13	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	Critical Mass Media, Inc.	9	0	\$17,163,691.04	\$0.00	ACCEPT
		100%	0%	100%	0%	
7G by Debtor	iHeartMedia + Entertainment, Inc.	155	44	\$20,977,877.67	\$171,209.30	ACCEPT
		77.89%	22.11%	99.19%	0.81%	
7G by Debtor	iHeartMedia Capital I, LLC	7	5	\$17,153,795.13	\$1,132.06	ACCEPT
		58.33%	41.67%	99.99%	0.01%	
7G by Debtor	iHeartMedia Management Services, Inc.	110	14	\$19,224,965.11	\$537,006.31	ACCEPT
		88.71%	11.29%	97.28%	2.72%	
7G by Debtor	Katz Communications, Inc.	18	0	\$26,296,628.08	\$0.00	ACCEPT
		100%	0%	100%	0%	

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		%	%	%	%	
7G by Debtor	Katz Media Group, Inc.	39	3	\$19,715,766.29	\$27,313.10	ACCEPT
		92.86%	7.14%	99.86%	0.14%	
7G by Debtor	Premiere Networks, Inc.	25	3	\$17,923,260.79	\$5,160.24	ACCEPT
		89.29%	10.71%	99.97%	0.03%	
8	CCOH Due From Claims	1	0	\$1,031,721,306.00	\$0.00	ACCEPT
		100%	0%	100%	0%	
9	iHeart Interests			78,347,908 (shares)	10,462 (shares)	ACCEPT
				99.99%	0.01%	